

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,)	
)	
Plaintiff,)	
)	
v.)	C. A. No. 05-298-JJF
)	
CRAIG R. BARRETT, CHARLENE)	
BARSHEFSKY, E. JOHN P. BROWNE,)	
D. JAMES GUZY, REED E. HUNDT,)	<u>PUBLIC VERSION</u>
PAUL S. OTELLINI, DAVID S. POTTRUCK,)	
JANE E. SHAW, JOHN L. THORNTON,)	
DAVID B. YOFFIE, ANREW S. GROVE,)	
and INTEL CORPORATION,)	
)	
Defendants.)	

**DECLARATION OF DAVID B. YOFFIE
IN SUPPORT OF DEFENDANTS' OPPOSITION
TO MOTION FOR SUMMARY JUDGMENT**

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Attorneys for Defendants

Dated: July 25, 2005
Public Version dated: August 1, 2005

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,)	
)	
Plaintiff,)	
)	
vs.)	Case No.: 05-298 (JJF)
)	
CRAIG R. BARRETT, CHARLENE)	
BARSHESKY, E. JOHN P. BROWNE,)	Jury Trial Demanded
D. JAMES GUZY, REED E. HUNDT,)	
PAUL S. OTELLINI, DAVID S. POTTRUCK,)	
JANE E. SHAW, JOHN L. THORNTON,)	
DAVID B. YOFFIE, ANDREW S. GROVE, and)	
INTEL CORPORATION,)	
)	
Defendants.)	

**DECLARATION OF DAVID B. YOFFIE IN SUPPORT OF
DEFENDANTS' OPPOSITION TO MOTION FOR SUMMARY JUDGMENT**

I, David B. Yoffie, declare as follows:

1. I have personal knowledge of the facts stated in this declaration and, if called as a witness, I could and would testify competently to those facts.

Background

2. I have been a member of the Board of Directors ("Board") of Intel Corporation ("Intel") since 1989. I currently serve as Intel's Lead Independent Director, Co-Chairman of the Corporate Governance and Nominating Committee, Chairman of the Executive Committee, and a member of the Finance Committee.

3. I have been the Max and Doris Starr Professor of International Business Administration at the Harvard Business School ("HBS") since 1993, and have been a member of the Harvard University faculty since 1981. At Harvard, I served as chairman of the HBS Strategy department from 1997 to 2002, and chairman of the Advanced Management Program from 1999 to 2002.

4. From 1997 to 1999, I was a member of the U.S. Department of Justice's Commission on International Antitrust and Competition Policy. I have lectured and consulted in over 30 countries around the world, and have published numerous books and articles on business strategy and technology.

5. I also serve on the Board of Directors of The Charles Schwab Corporation, Spotfire Corporation, and the National Bureau of Economic Research.

My Service On the Intel Board

6. I am an "independent" director of the Intel Board in accordance with the published listing requirements of NASDAQ. Because I am not an Intel officer, I am not eligible to receive any payment under the Executive Officer Incentive Program ("EOIP").

7. In 2004, I received an annual cash retainer of \$60,000 for service on Intel's Board and additional cash retainers of \$20,000 for serving as Lead Independent Director, \$10,000 for serving as Co-Chair of the Corporate Governance and Nominating Committee and \$10,000 for serving as Chairman of the Executive Committee. During 2004, I was granted an option to purchase a total of 15,000 shares at an exercise price of \$27.53 per share. Intel also reimburses me for my travel and related expenses in connection with attending Board meetings and Board-related activities. Intel has also provided me with a computer for my personal use.

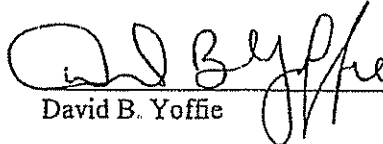
The 2005 Proxy Statement

REDACTED

REDACTED

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on July 20, 2005



David B. Yoffie


IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I do hereby certify that, on July 25, 2005, the within document was filed under seal with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

HAND DELIVERY

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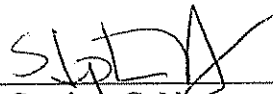
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FOR THE DISTRICT OF DELAWARE**

CERTIFICATE OF SERVICE

I do hereby certify that, on August 1, 2005, the within document was filed with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

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